IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO.741 OF 2005
CONNECTED WITH
COMPANY APPLICATION NO.519 OF 2005

In the matter of The Companies Act, 1956 :

And

In the matter of Sections 391 to 394 of the Companies Act, 1956 ;

And

In the matter of : Tata Consultancy Services Ltd. a Company incorporated under the provisions of the Companies Act, 1956 ;

And

In the matter of Scheme of Amalgamation of Tata Infotech Ltd. (Transferor Co.) with Tata Consultancy Services Ltd. (Transferee Co.) and their respective members and creditors.

Tata Consultancy Services Ltd. ..Petitioner Co.

Mr.Janak Dwarkadas with Mr.Sanjay Jain and Mr.Cyrus Bharucha i/b.M/s.AZB & Partners for the Petitioners.

Mr.C.J.Joy for the Regional Director.

CORAM : S.J. VAZIFDAR, J.
DATED : 27TH JANUARY, 2006

P.C. :

The Petition is filed seeking sanction of a scheme of amalgamation between the Petitioner Tata Consultancy Services Ltd., i.e. the transferee company and Tata Infotech Ltd., i.e. the transferor company. The requirements and procedures have been complied with.

2. The Regional Director in his affidavit stated that the scheme is not prejudicial to the interest of the creditors and the shareholders.

3. There is no objection in the present Petition. However, in Company Petition No.740 of 2005 an objection has been taken by one D'Souza. The same has been dealt with in a separate order passed in Company Petition No.740 of 2005.

4. Mr.Dwarkadas, the learned Senior Counsel appearing on behalf of the Petitioners reiterates the statements and undertakings given on behalf of the transferor and the transferee companies and their Directors in the present Petition as well. The same are accepted as statements and undertakings in this Petition as well.

5. In the circumstances, the Petition is made

absolute in terms of prayers (a) to (p).

6. Costs of the Regional Director is fixed at Rs.2500/-.

7. Filing and issuance of drawn up order is dispensed with.

8. All concerned to act on an ordinary copy of this order duly authenticated by the Company Registrar.

Certified copy expedited.